

UNITED STATES BANKRUPTCY COURT

In re: Goldking Resources, LLC

Case No. 13-37202
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| <u>AMOUNT</u> | <u>SOURCE</u> |
|-----------------|------------------------------|
| \$16,593,651.00 | FYE 2011 (1/1/11 - 12/31/11) |
| \$13,133,046.00 | FYE 2012 (1/1/12 - 12/31/12) |
| \$9,090,837.00 | YTD 2013 (1/1/13 - 10/30/13) |

2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| <u>AMOUNT</u> | <u>SOURCE</u> |
|---------------|---|
| \$310,159.00 | FYE 2011 (1/1/11 - 12/31/11) - HEDGING INCOME |

\$764,978.00

FYE 2012 (1/1/12 - 12/31/12) - HEDGING INCOME

\$52,657.00

YTD 2013 (1/1/13 - 10/30/13) - HEDGING INCOME

3. Payments to creditors

None



- a. Individual or joint debtor(s) with primary consumer debts: List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| <u>NAME AND ADDRESS OF CREDITOR</u> | <u>DATE OF PAYMENTS</u> | <u>AMOUNT PAID</u> | <u>AMOUNT STILL OWING</u> |
|-------------------------------------|-------------------------|--------------------|---------------------------|
|-------------------------------------|-------------------------|--------------------|---------------------------|

None



- b. Debtor whose debts are not primary consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,850. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| <u>NAME AND ADDRESS OF CREDITOR</u> | <u>DATES OF PAYMENTS/ TRANSFERS</u> | <u>AMOUNT PAID OR VALUE OF TRANSFERS</u> | <u>AMOUNT STILL OWING</u> |
|-------------------------------------|-------------------------------------|--|---------------------------|
|-------------------------------------|-------------------------------------|--|---------------------------|

None



- c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| <u>NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR</u> | <u>DATE OF PAYMENTS</u> | <u>AMOUNT PAID</u> | <u>AMOUNT STILL OWING</u> |
|--|-------------------------|--------------------|---------------------------|
| SEE EXHIBIT 3C | | | |

4. Suits and administrative proceedings, executions, garnishments and attachments

None



- a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| <u>CAPTION OF SUIT AND CASE NUMBER</u> | <u>NATURE OF PROCEEDING</u> | <u>COURT OR AGENCY AND LOCATION</u> | <u>STATUS OR DISPOSITION</u> |
|--|-----------------------------|-------------------------------------|------------------------------|
| GOLDKING ONSHORE OPERATING, LLC AND GOLDKING HOLDINGS, LLC V. LEONARD C. TALLERINE, JR., GOLDKING ENERGY CORPORATION, GOLDKING ENERGY PARTNERS I, LP, GOLDKING ENERGY PARTNERS II, LLC, GOLDKING CAPITAL MANAGEMENT, LLC, ET AL. CASE NO. 13-08724 | WRONGFUL CONDUCT/FRAUD | HARRIS COUNTY, TEXAS | OPEN |

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR
WHOSE BENEFIT PROPERTY WAS SEIZED

DATE OF
SEIZURE

DESCRIPTION AND
VALUE OF PROPERTY

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
CREDITOR OR SELLER

DATE OF REPOSSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURN

DESCRIPTION
AND VALUE OF
PROPERTY

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF ASSIGNEE

DATE OF
ASSIGNMENT

TERMS OF ASSIGNMENT
OR SETTLEMENT

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CUSTODIAN

NAME AND LOCATION OF COURT
CASE TITLE & NUMBER

DATE OF
ORDER

DESCRIPTION AND
VALUE OF PROPERTY

7. Gifts

- None ☒ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON OR ORGANIZATION

RELATIONSHIP TO
DEBTOR, IF ANY

DATE OF
GIFT

DESCRIPTION AND
VALUE OF GIFT

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND
VALUE OF PROPERTY

DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS
WAS COVERED IN WHOLE OR IN PART BY
INSURANCE, GIVE PARTICULARS

DATE OF
LOSS

9. Payments related to debt counseling or bankruptcy

None ☒ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---------------------------|---|--|
|---------------------------|---|--|

10. Other transfers

None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR | DATE | DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED |
|--|------------|--|
| CROWN ENERGY MANAGEMENT LLC 120 RIMWOOD AVE. LAFAYETTE, LA 70501 | 7/29/2013 | OIL STORAGE BARGE #CTC100 \$45,000 |
| CROWN ENERGY MANAGEMENT LLC 120 RIMWOOD AVE. LAFAYETTE, LA 70501 | 7/29/2013 | OIL STORAGE BARGE #CTC0221 \$50,000 |
| D90 ENERGY, LLC 202 TRAVIS STREET, STE. 402 HOUSTON, TX 77002 | 10/18/2012 | PROCEEDS FROM THE SALE OF THE LAKE ARTHUR FIELD IN JEFFERSON DAVIS PARISH, LOUISIANA - \$100,000 |
| WHITE OAK ENERGY V, LLC 12941 NORTH FREEWAY, SUITE 550 HOUSTON, TX 77060 | 4/12/2012 | PROCEEDS FROM THE SALE OF 2 FIELD EQUIPMENT SEPARATORS FROM KENT BAYOU FIELD \$100,000 |

SEE GLOBAL NOTES REGARDING INTERCOMPANY TRANSFERS

None ☒ b. List all other property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

| NAME OF TRUST OR OTHER DEVICE | DATE(S) OR TRANSFER(S) | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY |
|-------------------------------|------------------------|---|
|-------------------------------|------------------------|---|

11. Closed financial accounts

None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| | | |
|--|---|---|
| <u>NAME AND ADDRESS OF INSTITUTION</u> | <u>TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE</u> | <u>AMOUNT AND DATE OF SALE OR CLOSING</u> |
|--|---|---|

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| | | | |
|---|--|------------------------------------|--|
| <u>NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY</u> | <u>NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY</u> | <u>DESCRIPTION OF CONTENTS</u> | <u>DATE OF TRANSFER OR SURRENDER, IF ANY</u> |
|---|--|------------------------------------|--|

13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| | | |
|---|---------------------------|-----------------------------|
| <u>NAME AND ADDRESS OF CREDITOR</u> | <u>DATE OF SETOFF</u> | <u>AMOUNT OF SETOFF</u> |
|---|---------------------------|-----------------------------|

14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

| | | |
|--------------------------------------|--|-----------------------------|
| <u>NAME AND ADDRESS OF OWNER</u> | <u>DESCRIPTION AND VALUE OF PROPERTY</u> | <u>LOCATION OF PROPERTY</u> |
|--------------------------------------|--|-----------------------------|

15. Prior address of debtor

None ☐ If the debtor has moved within the three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

| | | |
|---|------------------|---------------------------|
| <u>ADDRESS</u> | <u>NAME USED</u> | <u>DATES OF OCCUPANCY</u> |
| 910 LOUISIANA ST., STE. 5030 HOUSTON, TX 77002 | | 03/03/2010 - 12/10/2010 |

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

| <u>SITE NAME AND ADDRESS</u> | <u>NAME AND ADDRESS OF GOVERNMENT UNIT</u> | <u>DATE OF NOTICE</u> | <u>ENVIRONMENTAL LAW</u> |
|----------------------------------|--|---------------------------|------------------------------|
|----------------------------------|--|---------------------------|------------------------------|

- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

| <u>SITE NAME AND ADDRESS</u> | <u>NAME AND ADDRESS OF GOVERNMENT UNIT</u> | <u>DATE OF NOTICE</u> | <u>ENVIRONMENTAL LAW</u> |
|----------------------------------|--|---------------------------|------------------------------|
|----------------------------------|--|---------------------------|------------------------------|

- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

| <u>NAME AND ADDRESS OF GOVERNMENT UNIT</u> | <u>DOCKET NUMBER</u> | <u>STATUS OR DISPOSITION</u> |
|--|----------------------|----------------------------------|
|--|----------------------|----------------------------------|

18. Nature, location and name of business

- None ☒ a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case. If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the six years immediately preceding the commencement of this case. If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

| <u>NAME</u> | <u>LAST FOUR DIGITS OF SOCIAL-SECURITY OR INDIVIDUAL TAXPAYER-ID NO. (ITIN)/ COMPLETE EIN</u> | <u>ADDRESS</u> | <u>NATURE OF BUSINESS</u> | <u>BEGINNING AND ENDING DATES</u> |
|-------------|---|----------------|-------------------------------|---------------------------------------|
|-------------|---|----------------|-------------------------------|---------------------------------------|

- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|----------------|
|-------------|----------------|

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

| <u>NAME AND ADDRESS</u> | <u>DATE SERVICES RENDERED</u> |
|--|-------------------------------|
| DENNA M. RAMSEY, ASSISTANT VICE PRESIDENT/ASSISTANT TREASURER 777 WALKER ST., STE. 2500 HOUSTON, TX 77002 | 6/1/2010 - 12/19/2012 |
| DONNA MCCULLOCH, SENIOR ACCOUNTANT 777 WALKER ST., STE. 2500 HOUSTON, TX 77002 | 6/1/2010 - 2/28/2013 |
| EDWARD J. HEBERT, CHIEF EXECUTIVE OFFICER 777 WALKER ST., STE. 2500 HOUSTON, TX 77002 | 10/1/2011 - CURRENT |
| KEN CLEVELAND, CONTROLLER 777 WALKER ST., STE. 2500 HOUSTON, TX 77002 | 6/1/2010 - CURRENT |
| MAYRA CASTOR, STAFF ACCOUNTANT 777 WALKER ST., STE. 2500 HOUSTON, TX 77002 | 6/1/2010 - CURRENT |
| PAUL CULOTTA, SENIOR VICE PRESIDENT, CORPORATE PLANNING 777 WALKER ST., STE. 2500 HOUSTON, TX 77002 | 6/1/2010 - 9/30/2011 |
| RODNEY HOLLOWAY, REVENUE ACCOUNTANT 777 WALKER ST., STE. 2500 HOUSTON, TX 77002 | 6/1/2010 - CURRENT |

- None ☐ b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

| <u>NAME</u> | <u>ADDRESS</u> | <u>DATE SERVICES RENDERED</u> |
|-----------------------|--|-------------------------------|
| HEIN & ASSOCIATES LLP | 500 DALLAS ST., STE. 2900 HOUSTON, TX 77002 | 2011 |

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

| <u>NAME</u> | <u>ADDRESS</u> |
|--|--|
| EDWARD J. HEBERT, CHIEF EXECUTIVE OFFICER | 777 WALKER ST., STE. 2500 HOUSTON, TX 77002 |

KEN CLEVELAND,
CONTROLLER

777 WALKER ST., STE. 2500
HOUSTON, TX 77002

MAYRA CASTOR, STAFF
ACCOUNTANT

777 WALKER ST., STE. 2500
HOUSTON, TX 77002

RODNEY HOLLOWAY,
REVENUE ACCOUNTANT

777 WALKER ST., STE. 2500
HOUSTON, TX 77002

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS

DATE ISSUED

BANK OF AMERICA
901 MAIN STREET, 66TH FLOOR
DALLAS, TX 75202

QUARTERLY

PARKMAN WHALING
600 TRAVIS, SUITE 600
HOUSTON, TX 77253

FIRST QUARTER 2013

WAYZATA INVESTMENT PARTNERS
701 EAST LAKE STREET, STE. 300
WAYZATA, MN 55391

MONTHLY

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specific cost, market or other basis)

SEE SCHEDULE B30 - NO
OTHER INVENTORIES OF
PROPERTY TAKEN

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF
INVENTORY RECORDS

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP

GOLDKING HOLDINGS, LLC
777 WALKER ST., STE. 2500
HOUSTON, TX 77002

N/A

LLC MEMBERSHIP INTEREST
100%

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

| <u>NAME</u> | <u>ADDRESS</u> | <u>DATE OF WITHDRAWAL</u> |
|-------------|----------------|---------------------------|
|-------------|----------------|---------------------------|

- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

| <u>NAME AND ADDRESS</u> | <u>TITLE</u> | <u>DATE OF TERMINATION</u> |
|--|--|----------------------------|
| LEONARD C. TALLERINE, JR. 3620 INVERNESS DRIVE HOUSTON, TX 77019 | PREVIOUS PRESIDENT & CHIEF EXECUTIVE OFFICER AND MEMBER OF THE BOARD OF MANAGERS | 12/17/2012 |
| JAMES R. WIBLE 6318 CRAB ORCHARD ROAD HOUSTON, TX 77057 | PREVIOUS SENIOR VICE PRESIDENT - DRILLING & OPERATIONS | 1/10/2013 |
| WHITNEY L. BELANGER 1800 BUTTERNUT AVENUE METAIRIE, LA 70003 | PREVIOUS SENIOR VICE PRESIDENT - RESERVOIR ENGINEERING | 5/15/2013 |
| STEVE J. VENTURATOS 6230 CORAL RIDGE ROAD HOUSTON, TX 77069 | PREVIOUS SENIOR VICE PRESIDENT - LAND & MARKETING | 6/15/2013 |
| BLAKE CARLSON 701 EAST LAKE STREET, STE. 300 WAYZATA, MN 55391 | PREVIOUS MEMBER OF THE BOARD OF MANAGERS | 10/10/2013 |
| MIKE STRAIN 701 EAST LAKE STREET, STE. 300 WAYZATA, MN 55391 | PREVIOUS CHIEF EXECUTIVE OFFICER AND MEMBER OF THE BOARD OF MANAGERS | 10/10/2013 |

23. Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

| <u>NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR</u> | <u>DATE AND PURPOSE OF WITHDRAWAL</u> | <u>AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY</u> |
|--|---|---|
| SEE RESPONSE TO 3C | | |

24. Tax Consolidation Group

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

| <u>NAME OF PARENT CORPORATION</u> | <u>TAXPAYER IDENTIFICATION NUMBER (EIN)</u> |
|-----------------------------------|---|
|-----------------------------------|---|

GOLDKING HOLDINGS, LLC

27-2052614

25. Pension Funds

None



If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

[If completed by an individual or individual and spouse]

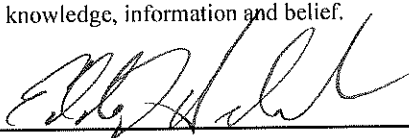
I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

| | | | |
|------|-------|------------------------------------|-------|
| Date | _____ | Signature of Debtor | _____ |
| Date | _____ | Signature of Joint Debtor (if any) | _____ |

* * * * *

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

| | | | |
|------|--------------------------|----------------------|--|
| Date | <u>December 20, 2013</u> | Signature |  |
| | | Print Name and Title | <u>EDWARD J. HEBERT</u> <u>CHIEF EXECUTIVE OFFICER</u> |

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Statement of Financial Affairs - Exhibit 3c

Goldking Resources, LLC 13-37202

| Name | Relationship to Debtor | Payment Date | Amount | Description |
|-----------------------|------------------------|--------------|-------------|------------------------------|
| SUSMAN GODFREY L.L.P. | COUNSEL TO EDWARD | 04/01/2013 | \$25,000.00 | PURSUANT TO INDEMNITY RIGHTS |
| | HEBERT, CHIEF | 07/25/2013 | \$18,746.04 | PURSUANT TO INDEMNITY RIGHTS |
| | EXECUTIVE OFFICER OF | 07/25/2013 | \$17,181.42 | PURSUANT TO INDEMNITY RIGHTS |
| | THE DEBTORS | 07/25/2013 | \$10,319.60 | PURSUANT TO INDEMNITY RIGHTS |
| | | 10/24/2013 | \$12,723.32 | PURSUANT TO INDEMNITY RIGHTS |
| | | 10/24/2013 | \$8,548.57 | PURSUANT TO INDEMNITY RIGHTS |
| | | 10/24/2013 | \$3,622.48 | PURSUANT TO INDEMNITY RIGHTS |
| | | | \$96,141.43 | |

Grand Total: 1

\$96,141.43